

House Bill 1389 (AS PASSED HOUSE AND SENATE)

By: Representative Maddox of the 172nd

A BILL TO BE ENTITLED
AN ACT

To create the Bainbridge Area Convention and Visitors Bureau Authority as a public body corporate and politic, a political subdivision of the state, and a public corporation to have the responsibility and authority to promote tourism, conventions, and trade shows in the City of Bainbridge, Georgia; to provide for the creation and organization of the authority; to provide for the appointment of the directors of the authority and their terms of office, compensation, and qualifications; to provide for meetings; to provide for legislative findings and declaration of purpose; to provide for general powers; to provide for regulations; to provide for other matters relative to the foregoing and relative to the general purposes of this Act; to repeal conflicting laws; and for other purposes.

BE IT ENACTED BY THE GENERAL ASSEMBLY OF GEORGIA:

SECTION 1.

Short title.

This Act shall be known and may be cited as the "Bainbridge Area Convention and Visitors Bureau Authority Act."

SECTION 2.

Definitions.

As used in this Act, the term:

(1) "Area" means the corporate limits of the City of Bainbridge, Georgia.

(2) "Authority" means the Bainbridge Area Convention and Visitors Bureau Authority.

(3) "Board" means the board of directors of the Bainbridge Area Convention and Visitors Bureau Authority.

(4) "City" means the City of Bainbridge, Georgia.

(5) "Special events" means events which, in the judgment of the authority, will promote tourism in the area or privately contracted functions.

SECTION 3.

Creation of authority, status, tax exemption, and sovereign immunity.

(a) There is created a public body corporate and politic to be known as the Bainbridge Area Convention and Visitors Bureau Authority. The authority shall be deemed to be a political subdivision of the state and a public corporation and, by that name, may contract and be contracted with, sue and be sued, implead and be impleaded, and bring and defend actions. The authority shall be a convention and visitors bureau authority created by Act of the General Assembly for a municipality for purposes of Code Section 48-13-61 of the O.C.G.A. and is intended to be an agency and instrumentality of the municipality and a governmental unit for purposes of Sections 103, 141, and 150 of the federal Internal Revenue Code of 1986, as amended, and, as to the municipality, is intended to be a subordinated entity for purposes of Section 265(b)(3)(E)(ii) of the federal Internal Revenue Code of 1986, as amended. The authority shall not be a state institution nor a department or agency of the state but shall be a creation of the state, having a distinct corporate identity and being exempt from the provisions of Code Section 50-17-2 of the O.C.G.A., the "Georgia State Financing and Investment Commission Act."

(b) The authority shall have its principal office within the City of Bainbridge and its legal situs or residence for the purposes of this Act shall be the City of Bainbridge, Decatur County, Georgia.

(c) The exercise of the powers conferred upon the authority in this Act shall constitute an essential governmental function for a public purpose. The properties of the authority, both real and personal, and the income of the authority are declared to be public properties and income used for the benefit and welfare of the people of the city and not for the purpose of private or corporate benefit; and such properties, to the extent of the authority's ownership thereof or other interest therein, and all income and obligations of the authority shall be exempt from all taxes and special assessments of the state or any city, county, or other political subdivision thereof. The authority shall have all of the exemptions and exclusions from taxes as are now granted to cities and counties for the operation of properties or facilities similar to the properties and facilities to be owned or operated, or both, by the authority.

(d) The authority shall have the same immunity and exemption from liability for torts and negligence as the state, and the officers, agents, and employees of the authority, when in performance of work of the authority, shall have the same immunity and exemption from

liability for torts and negligence as officers, agents, and employees of the State of Georgia. The authority may be sued the same as private corporations on any contractual obligation of the authority. Any action to protect or to enforce any rights pursuant to the provisions of this Act or any suit or action against the authority shall be brought in the Superior Court of Decatur County, Georgia, and any action pertaining to the validation of any bonds issued under the provisions of this Act shall likewise be brought in such court which shall have exclusive, original jurisdiction of such actions. The property of the authority shall not be subject to levy and sale under legal process. The records of the authority shall be public records which are subject to Article 4 of Chapter 18 of Title 50 of the O.C.G.A. Nothing in this Act shall be construed to abridge or change the powers and duties of other authorities, departments, boards, and like agencies of the city.

SECTION 4.

Directors and meetings.

(a) The board shall consist of six directors, who shall be natural persons at least 21 years of age, who shall serve one-year terms at the pleasure of the mayor and council of the City of Bainbridge. Such individuals need not reside within the corporate limits of the City of Bainbridge. The board shall consist of:

(1) The duly appointed city manager;

(2) The duly appointed president of the Bainbridge-Decatur County Chamber of Commerce;

(3) A presently elected city council member as appointed by the mayor;

(4) A representative of the largest hotel within the city's corporate limits based on gross receipts; and

(5) Two individuals operating businesses within the corporate limits of the city.

(b) The board shall meet at such times as may be necessary to transact the business coming before it, but not less often than twice yearly. Either the chairperson or any two other directors together may call a special meeting of the board. Meetings of the board shall be open to the public in accordance with the laws of the State of Georgia. Written minutes of all meetings shall be kept and within ten days following every meeting, a copy of the minutes shall be furnished to the mayor and council of the city. Meetings shall be conducted in accordance with the latest version of Robert's Rules of Order.

(c) At the first meeting of the board, and thereafter subsequent to yearly new appointments, the directors shall elect a chairperson and a vice chairperson from their voting members. The chairperson shall preside at meetings of the board and shall vote on all matters coming before the board. The vice chairperson shall preside at meetings in the absence of the chairperson.

1 In the absence of both the chairperson and vice chairperson, the directors present at a meeting
2 shall elect a temporary chairperson to preside at that meeting, so long as the chairperson and
3 vice chairperson both remain absent from the meeting. A quorum shall consist of at least
4 four directors of the board. All directors present at a meeting, including the chairperson, vice
5 chairperson, or any other director presiding at such meeting, shall be entitled to vote on all
6 matters which shall come before the board. No vacancy on the board shall impair the right
7 of a quorum to exercise all the rights and perform all the duties of the authority.

8 **SECTION 5.**

9 Purpose.

10 The purpose of the authority is to promote special events as well as to promote tourism,
11 conventions, and trade shows within the area in such manner or manners contemplated by
12 paragraph (3.4) of subsection (a) of Code Section 48-13-51 of the O.C.G.A. or any other
13 applicable paragraph of such Code section.

14 **SECTION 6.**

15 Duty of the authority.

16 It shall be the duty of the authority to promote special events as well as to promote tourism,
17 conventions, and trade shows within the area and to operate the authority and its facilities in
18 a fiscally responsible manner.

19 **SECTION 7.**

20 Powers.

21 (a) The authority shall have all powers allowed by law and consistent with the provisions
22 of this Act as are necessary or convenient to carry out its corporate purpose, including,
23 without limitation, the power to:

24 (1) Adopt and alter a corporate seal;

25 (2) Purchase advertising promoting special events and promoting tourism, conventions,
26 and trade shows;

27 (3) Encourage, solicit, promote, procure, sponsor, cosponsor, and service conventions,
28 trade shows, and special events;

29 (4) Lend financial support through grants, contributions, or otherwise to other
30 governmental entities in furtherance of its corporate purpose;

1 (5) Lend financial support through grants, contributions, or otherwise to private sector for
2 profit and not for profit entities in furtherance of its corporate purpose, provided that the
3 authority determines that the residents of the area shall receive a substantial benefit
4 therefrom;

5 (6) Conduct activities to foster better public understanding on the part of individuals and
6 businesses of the importance of tourism and the convention and visitors industry to the
7 economy of the city and of the area;

8 (7) Conduct activities to encourage and to assist the cooperation between the businesses
9 and industries servicing tourists, conventions, trade shows, and special events;

10 (8) Engage in fundraising activities in furtherance of its corporate purpose;

11 (9) Acquire by purchase, lease, or otherwise and to hold, lease, and dispose of real and
12 personal property of every kind and character for its corporate purposes;

13 (10) Acquire in its own name by purchase, upon such terms and conditions and in such
14 manner as it may deem proper, real property or rights of easements therein or franchises
15 necessary or convenient for its corporate purpose, to use the same so long as its corporate
16 existence shall continue, to lease or make contracts with respect to the use of the same, or
17 to dispose of same in any manner it deems to the best advantage of the authority. If the
18 authority shall deem it expedient to acquire and construct any facility relating to tourism,
19 conventions, trade shows, or special events on any lands, the title to which shall then be
20 held by the State of Georgia, the Governor is authorized to convey for and in behalf of the
21 state title to such lands to the authority upon payment to the State of Georgia for the credit
22 of the general fund of the state of the reasonable value of such lands or upon the receipt of
23 such lawful consideration as may be determined by the parties to such conveyance. If the
24 authority shall deem it expedient to acquire and construct any facility relating to tourism,
25 conventions, trade shows, or special events on any lands the title to which shall then be
26 held by the city, the county, or any other municipality incorporated in said county, the
27 governing authority or body of the city, the county, or any of the said municipalities is
28 authorized to convey title to such lands to the authority upon the receipt of such lawful
29 consideration as may be determined by the parties to such conveyance or upon payment for
30 the credit of the general funds of said county or municipalities of the reasonable value of
31 such lands, such value to be determined by mutual consent of said county or municipality
32 and the chairperson of the authority;

33 (11) Appoint, select, and employ an executive director, officers, agents, and employees
34 and independent consultants, including, but not limited to, engineering, architectural, and
35 construction experts, fiscal agents, auditors, economists, and attorneys, and fix their
36 respective compensations; and delegate to the executive director the authority and
37 responsibility necessary to administer properly the day-to-day business of the authority

1 within policies set by the board and subject to its review. The powers delegated to the
2 executive director may, at the election of the board, include the making of
3 recommendations as to the hiring and termination of other employees and their
4 compensation, the management of the authority's offices and properties, the making of
5 budget recommendations, and the hiring of independent consultants;

6 (12) Appoint an advisory committee and other committees of persons from the public and
7 private sectors without regard to their places of residence;

8 (13) Make contracts of every kind and character; and, without limitation, any and all
9 persons, firms, and corporations and the state and any and all political subdivisions,
10 departments, institutions, or agencies of the state are authorized to enter into contracts,
11 leases, or agreements with the authority upon such terms and for such purposes as they
12 deem advisable; and, without limiting the generality of the above, the authority and the city
13 shall be permitted to enter into the following:

14 (A) Contracts under which hotel-motel taxes collected by the city are paid to and
15 expended by the authority as contemplated by paragraph (3.4) of subsection (a) of Code
16 Section 48-13-5 1 of the O.C.G.A., or any other applicable paragraph under such law;

17 (B) Contracts under which the authority purchases administrative and financial
18 management services from the city to be performed by personnel at the city's cost, which
19 shall include the costs of payroll, employee benefits, supplies, and overhead reasonably
20 allocable to the performance of such services; and

21 (C) Lease contracts relating to leases of real property, personal property, or both real and
22 personal property;

23 (14) Accept loans and grants of money or materials or property of any kind from the
24 United States or any agency or instrumentality thereof upon such terms and conditions as
25 the United States or such agency or instrumentality may impose;

26 (15) Accept loans and grants of money or materials or property of any kind from the State
27 of Georgia or any agency or instrumentality or political division thereof upon such terms
28 and conditions as the State of Georgia or such agency or instrumentality or political
29 subdivision may impose;

30 (16) Borrow money for any of its corporate purposes and to execute evidences of such
31 indebtedness and to secure the same and to issue and validate revenue bonds pursuant to
32 the provisions of Code Section 36-82-60 of the O.C.G.A., et seq., the "Revenue Bond
33 Law," to pay the project costs of any one or more facilities relating to tourism, conventions,
34 trade shows, or special events payable solely from funds pledged for that purpose, and to
35 refund such revenue bonds. Such facilities shall be owned by the authority and may be
36 operated by the authority, leased by the authority in whole or in part under true leases,
37 which shall be known as operating leases, or operated by others pursuant to one or more

1 management contracts. Revenues of the authority including, but not limited to, revenues
2 derived by it from such facilities and revenues derived from hotel-motel taxes received
3 from the city may be pledged to the payment of debt service on such revenue bonds and
4 other evidences of indebtedness of the authority;

5 (17) Sell, lease, grant, exchange, or otherwise dispose of any property, both real and
6 personal, or interest therein;

7 (18) Sue and be sued in contract and in tort and complain and defend in all courts;

8 (19) Advise and recommend plans to other public and private sector entities for the
9 promotion of tourism, conventions, trade shows, and special events;

10 (20) Conduct studies and develop plans for improving tourism in the area;

11 (21) Receive and disburse public funds appropriated by the city, including, but not limited
12 to, revenues derived from the hotel-motel tax collected by the city; and receive and
13 disburse funds from private sources and other revenues which may be received from time
14 to time which would assist in the accomplishment of its corporate purpose; and

15 (22) Do all things necessary or convenient to accomplish its corporate purposes and to
16 exercise any power permitted by the laws of this state to be exercised by private
17 corporations which will further the authority's ability to accomplish such purpose, so long
18 as the exercise of such power is not in conflict with the Constitution or laws of this state.

19 (b) The powers enumerated in each paragraph of subsection (a) of this section are
20 cumulative of and in addition to those powers enumerated in the other paragraphs of
21 subsection (a) of this section and any other powers elsewhere in this Act or which may
22 reasonably be inferred from the provisions of this Act.

23 **SECTION 8.**

24 **Bylaws.**

25 The authority may, by affirmative vote of a majority of all directors, adopt and amend bylaws
26 to govern the authority, its employees, and its operation.

27 **SECTION 9.**

28 **Budget.**

29 The authority shall prepare an annual budget to be submitted to the city and shall file all
30 appropriate expenditure reports with the city and the state.

SECTION 10.

Liability limited.

Neither the directors of the authority nor any person executing notes, leases, or other agreements or obligations on behalf of the authority shall be personally liable thereon by reason of such execution.

SECTION 11.

City not bound.

The authority shall have no power or authority to bind the city by any contract, agreement, financial obligation, indebtedness, or otherwise; and no contract, agreement, financial obligation, or indebtedness incurred by the authority shall ever be a claim or charge against the city; provided, however, that both the authority and the city shall be bound to each other by contracts, agreements, financial obligations, or indebtedness between themselves.

SECTION 12.

Oversight.

The city council shall be authorized to inspect at its pleasure the state and condition of the authority, its properties, and all books and records pertaining to the authority and its affairs, and the authority shall give the city council such books and records and furnish it with assistance in making such inspections.

SECTION 13.

Dissolution.

Should the authority, for any reason, be dissolved after full payment of all indebtedness previously incurred, both as to principal and interest, title to all property of any kind and nature, real and personal, held by the authority at the time of such dissolution shall be conveyed to the city; or title to any such property may be conveyed prior to such dissolution in accordance with provisions which may be made therefor in any resolution or trust instrument relating to such property, subject to any liens, leases, or other encumbrances outstanding against or in respect to such property at the time of such conveyance.

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- SECTION 14.

Repealer.

All laws and parts of laws in conflict with this Act are repealed.